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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 DEC 11 2012

**CLOUD PEAK PROJECT, INC.**  
**430 East 6<sup>th</sup> Street, 4F**  
**New York, New York 10009**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314  
(850) 245-6052

**RE: CLOUD PEAK PROJECT, INC., a nonprofit corporation**

Dear Secretary of State:

Enclosed please find one (1) executed original and one (1) copy of the Articles of Incorporation for the above-referenced nonprofit corporation, together with a check for \$70.00 for the filing fee. Please feel free to contact me at the information provided below if you have any questions.

Sincerely,



Franklin Douglas  
430 East 6<sup>th</sup> Street 4F  
New York, New York 10009  
212-865-5249  
[franklin.douglas@cloudpeak.org](mailto:franklin.douglas@cloudpeak.org)

**ARTICLES OF INCORPORATION  
OF**

**Cloud Peak Project, Inc.**

*Under Chapter 617 of 2003 Florida Statutes*

The undersigned does hereby certify pursuant to the Florida Not For Profit Corporation Act the following:

**ARTICLE I:** The name of the nonprofit corporation is Cloud Peak Project, Inc. (the “Corporation”).

**ARTICLE II:** The street address of the Corporation’s initial principal office and its mailing address are:

430 East 6<sup>th</sup> Street, 4F  
New York, New York 10009

**ARTICLE III:** The purpose for which the Corporation is organized is to help outstanding high school students from low and moderate income families in the State of Florida and elsewhere in the United States to get into and then thrive at institutions of higher education.

**ARTICLE IV:** The manner in which the Corporation’s directors are elected or appointed is as set forth in the Corporation’s by-laws.

**ARTICLE V:** The Corporation’s agent for service of process in the State of Florida is

NRAI Services, Inc.  
515 East Park Avenue  
Tallahassee, Florida 32301

**ARTICLE VI:** The name and address of the Corporation’s sole incorporator is:

Franklin Douglas  
430 East 6<sup>th</sup> Street 4F  
New York, New York 10009

**ARTICLE VII:** The Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future U.S. federal tax code.

**ARTICLE VIII:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Seventh hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future U.S. federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future U.S. federal tax code.

**ARTICLE IX:** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section

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of any future U.S. federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida, as such court shall determine.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation of Cloud Peak Project, Inc., I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

NRAI SERVICES, INC.

Registered Agent

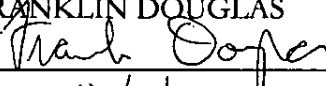
By: 

Title: Jessica Cox, Assistant Secretary

Date: 11-29-2012

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

FRANKLIN DOUGLAS



Date: 12/1/2012

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